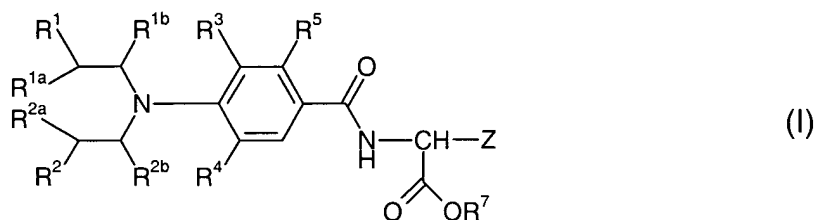


IN THE CLAIMS

Amend the claims as follows.

Claims 1-47 (Canceled).

48. (Currently Amended) A compound of Formula I:



wherein:

R¹ is -Cl, -Br, -I, -OSO₂CH₃, or -OSO₂Ph ;

R² is -Cl, -Br, -I, -OSO₂CH₃, or -OSO₂Ph ;

wherein Ph denotes a phenyl group which is optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from a C₁₋₄ alkyl group, -F, -Cl, -Br, -I, -CN, or -NO₂;

R^{1a} is -H, a C₁₋₄alkyl group, or a C₁₋₄haloalkyl group;

R^{2a} is -H, a C₁₋₄alkyl group, or a C₁₋₄haloalkyl group;

R^{1b} is -H, a C₁₋₄alkyl group, or a C₁₋₄haloalkyl group;

R^{2b} is -H, a C₁₋₄alkyl group, or a C₁₋₄haloalkyl group;

R³ is -F, -Cl, -Br, -I, -OCHF₂, -C≡CH, -OCF₃, -CH₃, -CF₃, -SF₅, -SCF₃, or -CF₂CF₃;

R⁴ is -H, -F, -Cl, -Br, -I, -OCHF₂, -C≡CH, -OCF₃, -CH₃, -CF₃, -SF₅, -SCF₃, or -CF₂CF₃;

R⁵ is -H or -F;

with the proviso that if R⁴ is -H, then R³ is not -F;

R^7 is -H, $-C(CH_3)_3$, or $-CH_2-CH=CH_2$;

Z is $-CH_2-T-W$;

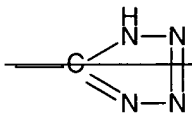
T is $-CH_2-$, $-O-$, $-S-$, $-(S=O)-$, or $-(SO_2)-$;

the group $-CH_2-T-$ may optionally be substituted with 1 or 2 substituents, denoted Q^1 and Q^2 respectively, on carbon, wherein Q^1 and Q^2 are independently a C_{1-4} alkyl group or a halogen; or, when Q^1 and Q^2 are bonded to adjacent carbon atoms, Q^1 and Q^2 together may form a C_{3-4} alkylene radical optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-4} alkyl groups and halogens;

W is one of:

- (1) $-COOH$;
- (2) $-(C=O)OR^8$;
- (3) $-(C=O)NR^9R^9$;
- (4) $-SO_2NHR^{10}$;
- (5) $-SO_2OR^{11}$;
- (6) $-PO_3R^{11}R^{11}$;

~~(7) a tetrazol-5-yl group:~~



~~(7)~~ ~~(8)~~ $-CONH-SO_2R^{12}$; and,

~~(9)~~ $-M-Het$;

with the proviso that if T is -O-, -S-, -(S=O)-, or -(SO₂)-, then W is not -COOH;

wherein:

R⁸ is a C₁₋₆alkyl group, a C₃₋₆cycloalkyl group, ~~a C₅₋₂₀aryl group,~~ or -CH₂-CH=CH₂;

~~wherein the C₅₋₂₀aryl group may optionally be substituted on carbon with from 1 to 4 substituents selected from -COOH, -OH, -NH₂, -CH₂NH₂, -(CH₂)₁₋₄COOH, tetrazol-5-yl, and -SO₃H;~~

R⁹ is independently -H, a C₁₋₆alkyl group, a C₃₋₆cycloalkyl group, ~~a C₅₋₂₀aryl group, a C₇₋₉aralkyl group, or a C₅₋₂₀heteroaryl group linked to N via carbon;~~

~~wherein the C₅₋₂₀aryl group, the C₅₋₂₀heteroaryl group, and aryl moiety of the C₇₋₉aralkyl group may optionally be substituted on carbon with from 1 to 4 substituents selected from -COOH, -OH, -NH₂, -CH₂NH₂, -(CH₂)₁₋₄COOH, tetrazol-5-yl, and -SO₃H;~~

and wherein the C₃₋₆cycloalkyl group may optionally carry a methyl group;

R¹⁰ is a C₁₋₆alkyl group, -CH₂-CH=CH₂, a C₃₋₆cycloalkyl group, or a C₁₋₄haloalkyl group (e.g., -CF₃, -CH₂CF₃), ~~or a C₅₋₂₀aryl group;~~

~~wherein the C₅₋₂₀aryl group, the C₅₋₂₀heteroaryl group, and aryl moiety of the C₇₋₉aralkyl group may optionally be substituted on carbon with from 1 to 4 substituents selected from -COOH, -OH, -NH₂, -CH₂NH₂, -(CH₂)₁₋₄COOH, tetrazol-5-yl, and -SO₃H;~~

and wherein the C₃₋₆cycloalkyl group may optionally carry a methyl group;

R¹¹ represents -H, a C₁₋₆alkyl group, or a C₃₋₆cycloalkyl group;

R¹² is one of:

- (a) a C₃₋₇cycloalkyl group;
- (b) a C₁₋₆alkyl group, optionally substituted with one or more of: a phenyl group; a phenyl group with from 1 to 5 substituents selected from halogen, -NO₂, -CF₃, C₁₋₄alkyl, C₁₋₄alkoxy, -NH₂, -NHCOCH₃, -CONH₂, -OCH₂COOH, -NH(C₁₋₄alkyl), -N(C₁₋₄alkyl)₂, -NHCOOC₁₋₄alkyl, -OH, -COOH, -CN and -COOC₁₋₄alkyl; a C₁₋₄alkyl group; a C₁₋₄haloalkyl group; or a halogen; and,

- (c) a C₁₋₆perfluoroalkyl group;

~~M represents -S-, -SO-, or -SO₂-; and,~~

~~Het represents a 5 or 6 membered heterocyclic aromatic ring linked to M via a carbon atom of the aromatic ring, said aromatic ring containing 1, 2, 3 or 4 heteroatoms selected from the group consisting of O, N and S said aromatic ring optionally being substituted on carbon atoms of the ring with 1, 2, 3 or 4 substituents selected from the group consisting of -OH, -SH, -CN, -CF₃, -NH₂ and halogen.~~

49. (Previously Added) A compound according to claim 48, wherein:

R¹ and R² are independently -I, -Br, or -Cl.

50. (Previously Added) A compound according to claim 48, wherein: R¹ and R² are both -I.

51. (Previously Added) A compound according to claim 48, wherein:

R^{1a} , R^{1b} , R^{2a} , R^{2b} are each independently -H or -CH₃.

52. (Previously Added) A compound according to claim 48, wherein:

R^{1a} , R^{1b} , R^{2a} , R^{2b} are each independently -H or -CH₃.

53. (Previously Added) A compound according to claim 48, wherein: R^{1a} , R^{1b} ,

R^{2a} , R^{2b} are all -H.

54. (Previously Added) A compound according to claim 49, wherein: R^{1a} , R^{1b} ,

R^{2a} , R^{2b} are all -H.

55. (Previously Added) A compound according to claim 50, wherein: R^{1a} , R^{1b} ,

R^{2a} , R^{2b} are all -H.

56. (Previously Added) A compound according to claim 48, wherein:

(a) R^3 and R^4 are -CF₃ and -H, respectively; or,

(b) R^3 and R^4 are both -F.

57. (Previously Added) A compound according to claim 49, wherein:

(a) R^3 and R^4 are -CF₃ and -H, respectively; or,

(b) R^3 and R^4 are both -F.

58. (Previously Added) A compound according to claim 50, wherein:

- (a) R^3 and R^4 are $-CF_3$ and $-H$, respectively; or,
- (b) R^3 and R^4 are both $-F$.

59. (Previously Added) A compound according to claim 54, wherein:

- (a) R^3 and R^4 are $-CF_3$ and $-H$, respectively; or,
- (b) R^3 and R^4 are both $-F$.

60. (Previously Added) A compound according to claim 55, wherein:

- (a) R^3 and R^4 are $-CF_3$ and $-H$, respectively; or,
- (b) R^3 and R^4 are both $-F$.

61. (Previously Added) A compound according to claim 48, wherein:

- (a) R^3 and R^4 are $-CF_3$ and $-H$, respectively; and, R^5 is $-H$; or,
- (b) R^3 and R^4 are both $-F$; and, R^5 is $-F$; or,
- (c) R^3 and R^4 are both $-F$; and, R^5 is $-H$.

62. (Previously Added) A compound according to claim 49, wherein:

- (a) R^3 and R^4 are $-CF_3$ and $-H$, respectively; and, R^5 is $-H$; or,
- (b) R^3 and R^4 are both $-F$; and, R^5 is $-F$; or,
- (c) R^3 and R^4 are both $-F$; and, R^5 is $-H$.

63. (Previously Added) A compound according to claim 50, wherein:

- (a) R^3 and R^4 are $-CF_3$ and $-H$, respectively; and, R^5 is $-H$; or,
- (b) R^3 and R^4 are both $-F$; and, R^5 is $-F$; or,
- (c) R^3 and R^4 are both $-F$; and, R^5 is $-H$.

64. (Previously Added) A compound according to claim 54, wherein:

- (a) R^3 and R^4 are $-CF_3$ and $-H$, respectively; and, R^5 is $-H$; or,
- (b) R^3 and R^4 are both $-F$; and, R^5 is $-F$; or,
- (c) R^3 and R^4 are both $-F$; and, R^5 is $-H$.

65. (Previously Added) A compound according to claim 55, wherein:

- (a) R^3 and R^4 are $-CF_3$ and $-H$, respectively; and, R^5 is $-H$; or,
- (b) R^3 and R^4 are both $-F$; and, R^5 is $-F$; or,
- (c) R^3 and R^4 are both $-F$; and, R^5 is $-H$.

66. (Previously Added) A compound according to claim 48, wherein:

Z is $-CH_2-T-C(=O)OH$ or $-CH_2-T-C(=O)OR^8$; and, T is $-CH_2-$.

67. (Previously Added) A compound according to claim 49, wherein:

Z is $-CH_2-T-C(=O)OH$ or $-CH_2-T-C(=O)OR^8$; and, T is $-CH_2-$.

68. (Previously Added) A compound according to claim 50, wherein:

Z is $-CH_2-T-C(=O)OH$ or $-CH_2-T-C(=O)OR^8$; and, T is $-CH_2-$.

69. (Previously Added) A compound according to claim 54, wherein:
Z is $-\text{CH}_2\text{-T-C(=O)OH}$ or $-\text{CH}_2\text{-T-C(=O)OR}^8$; and, T is $-\text{CH}_2-$.
70. (Previously Added) A compound according to claim 55, wherein:
Z is $-\text{CH}_2\text{-T-C(=O)OH}$ or $-\text{CH}_2\text{-T-C(=O)OR}^8$; and, T is $-\text{CH}_2-$.
71. (Previously Added) A compound according to claim 56, wherein:
Z is $-\text{CH}_2\text{-T-C(=O)OH}$ or $-\text{CH}_2\text{-T-C(=O)OR}^8$; and, T is $-\text{CH}_2-$.
72. (Previously Added) A compound according to claim 61, wherein:
Z is $-\text{CH}_2\text{-T-C(=O)OH}$ or $-\text{CH}_2\text{-T-C(=O)OR}^8$; and, T is $-\text{CH}_2-$.
73. (Previously Added) A compound according to claim 62, wherein:
Z is $-\text{CH}_2\text{-T-C(=O)OH}$ or $-\text{CH}_2\text{-T-C(=O)OR}^8$; and, T is $-\text{CH}_2-$.
74. (Previously Added) A compound according to claim 63, wherein:
Z is $-\text{CH}_2\text{-T-C(=O)OH}$ or $-\text{CH}_2\text{-T-C(=O)OR}^8$; and, T is $-\text{CH}_2-$.
75. (Previously Added) A compound according to claim 66, wherein: R^8 is -H,
 $-\text{C}(\text{CH}_3)_3$, or $-\text{CH}_2\text{-CH=CH}_2$.
76. (Previously Added) A compound according to claim 67, wherein: R^8 is -H,
 $-\text{C}(\text{CH}_3)_3$, or $-\text{CH}_2\text{-CH=CH}_2$.

77. (Previously Added) A compound according to claim 68, wherein: R^8 is -H, $-C(CH_3)_3$, or $-CH_2-CH=CH_2$.

78. (Previously Added) A compound according to claim 69, wherein: R^8 is -H, $-C(CH_3)_3$, or $-CH_2-CH=CH_2$.

79. (Previously Added) A compound according to claim 70, wherein: R^8 is -H, $-C(CH_3)_3$, or $-CH_2-CH=CH_2$.

80. (Previously Added) A compound according to claim 71, wherein: R^8 is -H, $-C(CH_3)_3$, or $-CH_2-CH=CH_2$.

81. (Previously Added) A compound according to claim 72, wherein: R^8 is -H, $-C(CH_3)_3$, or $-CH_2-CH=CH_2$.

82. (Previously Added) A compound according to claim 73, wherein: R^8 is -H, $-C(CH_3)_3$, or $-CH_2-CH=CH_2$.

83. (Previously Added) A compound according to claim 74, wherein: R^8 is -H, $-C(CH_3)_3$, or $-CH_2-CH=CH_2$.

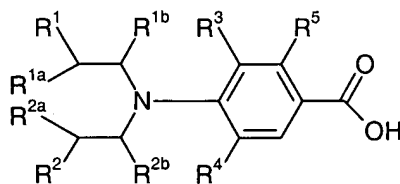
84. (Previously Added) A compound selected from:

{3,5-difluoro-4-[bis(2-iodoethyl)amino]benzoyl}-L-glutamic acid;
{3,5-difluoro-4-[bis(2-chloroethyl)amino]benzoyl}-L-glutamic acid;
{3,5-difluoro-4-[bis(2-bromoethyl)amino]benzoyl}-L-glutamic acid;
{2,3,5-trifluoro-4-[bis(2-chloroethyl)amino] benzoyl}-L-glutamic acid;
{2,3,5-trifluoro-4-[bis(2-bromoethyl)amino]benzoyl}-L-glutamic acid;
{2,3,5-trifluoro-4-[bis(2-iodoethyl)amino]benzoyl}-L-glutamic acid;
{3,5-difluoro-4-[bis(2-bromopropyl)amino] benzoyl}-L-glutamic acid;
{3-trifluoromethyl-4-[bis(2-bromoethyl)amino] benzoyl}-L-glutamic acid; and,
the di-*tert*-butyl esters thereof.

85. (Previously Added) A compound selected from:

{3,5-difluoro-4-[bis(2-iodoethyl)amino]benzoyl}-L-glutamic acid;
and, the di-*tert*-butyl ester thereof.

86. (Previously Added) A compound of Formula II:



wherein:

R¹ is -Cl, -Br, -I, -OSO₂CH₃, or -OSO₂Ph ;

R² is -Cl, -Br, -I, -OSO₂CH₃, or -OSO₂Ph ;

wherein Ph denotes a phenyl group which is optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from a C₁₋₄ alkyl group, -F, -Cl, -Br, -I, -CN, or -NO₂;

R^{1a} is -H, a C₁₋₄alkyl group, or a C₁₋₄haloalkyl group ;

R^{2a} is -H, a C₁₋₄alkyl group, or a C₁₋₄haloalkyl group ;

R^{1b} is -H, a C₁₋₄alkyl group, or a C₁₋₄haloalkyl group ;

R^{2b} is -H, a C₁₋₄alkyl group, or a C₁₋₄haloalkyl group ;

R³ is -F, -Cl, -Br, -I, -OCHF₂, -C≡CH, -OCF₃, -CH₃, -CF₃, -SF₅, -SCF₃, or -CF₂CF₃;

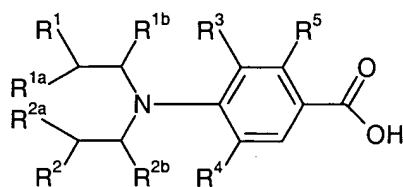
R⁴ is -H, -F, -Cl, -Br, -I, -OCHF₂, -C≡CH, -OCF₃, -CH₃, -CF₃, -SF₅, -SCF₃, or -CF₂CF₃;

R⁵ is -H or -F;

with the proviso that if R⁴ is -H, then R³ is not -F; and,

with the proviso that if R¹ is -Cl, R² is -Cl, R^{1a} is -H, R^{2a} is -H, R^{1b} is -H, R^{2b} is -H, R⁴ is -H, and R⁵ is -H, then R³ is not -CH₃.

87. (Previously Added) A compound of Formula II:



wherein:

R¹ is -Cl, -Br, -I, -OSO₂CH₃, or -OSO₂Ph ;

R² is -Cl, -Br, -I, -OSO₂CH₃, or -OSO₂Ph ;

wherein Ph denotes a phenyl group which is optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from a C₁₋₄ alkyl group, -F, -Cl, -Br, -I, -CN, or -NO₂;

R^{1a} is -H, a C₁₋₄alkyl group, or a C₁₋₄haloalkyl group ;

R^{2a} is -H, a C₁₋₄alkyl group, or a C₁₋₄haloalkyl group ;

R^{1b} is -H, a C₁₋₄alkyl group, or a C₁₋₄haloalkyl group ;

R^{2b} is -H, a C₁₋₄alkyl group, or a C₁₋₄haloalkyl group ;

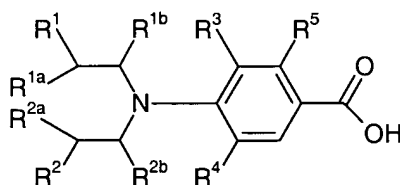
R³ is -F, -Cl, -Br, -I, -OCHF₂, -C≡CH, -OCF₃, -CF₃, -SF₅, -SCF₃, or -CF₂CF₃ ;

R⁴ is -H, -F, -Cl, -Br, -I, -OCHF₂, -C≡CH, -OCF₃, -CF₃, -SF₅, -SCF₃, or -CF₂CF₃ ;

R⁵ is -H or -F;

with the proviso that if R⁴ is -H, then R³ is not -F.

88. (Previously Added) A compound of Formula II:



wherein:

R¹ is -Cl, -Br, -I, -OSO₂CH₃, or -OSO₂Ph ;

R² is -Cl, -Br, -I, -OSO₂CH₃, or -OSO₂Ph ;

wherein Ph denotes a phenyl group which is optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from a C₁₋₄ alkyl group, -F, -Cl, -Br, -I, -CN, or -NO₂;

R^{1a} is -H, a C₁₋₄alkyl group, or a C₁₋₄haloalkyl group ;

R^{2a} is -H, a C_{1-4} alkyl group, or a C_{1-4} haloalkyl group ;

R^{1b} is -H, a C_{1-4} alkyl group, or a C_{1-4} haloalkyl group ;

R^{2b} is -H, a C_{1-4} alkyl group, or a C_{1-4} haloalkyl group ;

R^3 and R^4 are $-CF_3$ and -H, respectively,

or R^3 and R^4 are both -F; and

R^5 is -H or -F.

89. (Previously Added) A compound according to claim 86, wherein: R^1 and R^2 are independently -I, -Br, or -Cl.

90. (Previously Added) A compound according to claim 86, wherein: R^1 and R^2 are both -I.

91. (Previously Added) A compound according to claim 86, wherein:

R^{1a} , R^{1b} , R^{2a} , R^{2b} are each independently -H or $-CH_3$.

92. (Previously Added) A compound according to claim 86, wherein: R^{1a} , R^{1b} , R^{2a} , R^{2b} are all -H.

93. (Previously Added) A compound according to claim 86, wherein:

(a) R^3 and R^4 are $-CF_3$ and -H, respectively; or,

(b) R^3 and R^4 are both -F.

94. (Previously Added) A compound according to claim 86, wherein:

- (a) R^3 and R^4 are $-CF_3$ and $-H$, respectively; and, R^5 is $-H$; or,
- (b) R^3 and R^4 are both $-F$; and, R^5 is $-F$; or,
- (c) R^3 and R^4 are both $-F$; and, R^5 is $-H$.

95. (Previously Added) A compound according to claim 86 selected from:

- 3,5-difluoro-4-[bis(2-iodoethyl)amino]benzoic acid;
- 3,5-difluoro-4-[bis(2-chloroethyl)amino]benzoic acid;
- 3,5-difluoro-4-[bis(2-bromoethyl)amino]benzoic acid;
- 2,3,5-trifluoro-4-[bis(2-chloroethyl)amino]benzoic acid;
- 2,3,5-trifluoro-4-[bis(2-bromoethyl)amino]benzoic acid;
- 2,3,5-trifluoro-4-[bis(2-iodoethyl)amino]benzoic acid;
- 3,5-difluoro-4-[bis(2-bromopropyl)amino]benzoic acid; and,
- 3-trifluoromethyl-4-[bis(2-bromoethyl)amino]benzoic acid.

96. (Previously Added) A composition comprising a compound according to claim 48, and a pharmaceutically acceptable carrier or diluent.

97. (Previously Added) A composition comprising a compound according to claim 86, and a pharmaceutically acceptable carrier or diluent.

Claim 98 (Canceled).

Claim 99 (Canceled)

100. (Previously Added) A method for the treatment of cancer comprising administering to a subject suffering from cancer a therapeutically-effective amount of a compound according to claim 48.

101. (Previously Added) A method for the treatment of cancer comprising administering to a subject suffering from cancer a therapeutically-effective amount of a compound according to claim 85.

102. (Previously Added) A method for the treatment of cancer comprising administering to a subject suffering from cancer a therapeutically-effective amount of a compound according to claim 86.